

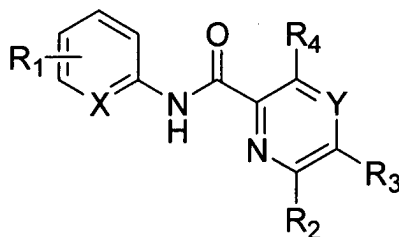
AMENDMENTS TO THE CLAIMS

Please cancel Claims 1-19 without prejudice and insert therefore new Claims 20-34. This listing of claims will replace all prior versions, and listings, of claims in the application.

Listing of Claims:

Claims 1-19 (canceled)

20. (New) A compound of the Formula (I):



wherein:

X is -N-, or -C-;

Y is -N-;

R₁ is selected from:

- 1) hydrogen,
- 2) C₁-10alkyl,
- 3) C₂-10alkenyl,
- 4) C₂-10alkynyl
- 5) C₃-10cycloalkyl,
- 6) heterocyclyl,
- 7) aryl,
- 8) heteroaryl,
- 9) -NR^dRe,
- 10) -CO₂R^d,
- 11) -OR^d,
- 12) -CN, and

13) halogen,

where alkyl, alkenyl, alkynyl, cycloalkyl and heterocyclyl are optionally substituted with 1, 2, 3 or 4 substituents selected from R^a , and where aryl and heteroaryl are optionally substituted with 1, 2, 3, 4 or 5 substituents independently selected from R^b ;

R_2 is selected from:

- 1) hydrogen,
- 2) C_{1-10} alkyl,
- 3) C_{2-10} alkenyl,
- 4) C_{2-10} alkynyl,
- 5) C_{3-10} cycloalkyl,
- 6) heterocyclyl,
- 7) aryl,
- 8) $-CN$,
- 9) halogen,
- 10) $-OR^d$, and
- 11) heteroaryl,

where alkyl, alkenyl and alkynyl, cycloalkyl and heterocyclyl, aryl, and heteroaryl are optionally substituted with 1, 2, 3, 4 or 5 five substituents independently selected from R^b ;

R_3 is selected from:

- 1) aryl,
- 2) $-NR^dR^e$,
- 3) halogen,
- 4) C_{1-10} alkyl,
- 5) $-OR^d$,
- 6) hydrogen, and
- 7) $-SR^d$,

where alkyl are optionally substituted with 1, 2, 3, 4 or 5 substituents selected from R^a ;

R_4 is selected from:

- 1) aryl,
- 2) heteroaryl,
- 3) $-NR^dR^e$,
- 4) halogen,

- 5) $-\text{OR}^{\text{d}}$,
- 6) hydrogen, and
- 7) SR^{d} ,

where aryl and heteroaryl are optionally substituted with 1, 2, 3, 4 or 5 substituents independently selected from R^{b} ;

R^{a} is selected from:

- 1) hydrogen,
- 2) $-\text{OR}^{\text{d}}$,
- 3) $-\text{NO}_2$,
- 4) halogen,
- 5) $-\text{S}(\text{O})_{\text{m}}\text{R}^{\text{d}}$,
- 6) $-\text{SR}^{\text{d}}$,
- 7) $-\text{S}(\text{O})_{\text{m}}\text{NR}^{\text{d}}\text{R}^{\text{e}}$,
- 8) $-\text{NR}^{\text{d}}\text{R}^{\text{e}}$,
- 9) $-\text{C}(\text{O})\text{R}^{\text{d}}$,
- 10) $-\text{CO}_2\text{R}^{\text{d}}$,
- 11) $-\text{OC}(\text{O})\text{R}^{\text{d}}$,
- 12) $-\text{CN}$,
- 13) $-\text{SiR}^{\text{c}}\text{R}^{\text{d}}\text{R}^{\text{e}}$,
- 14) $-\text{C}(\text{O})\text{NR}^{\text{d}}\text{R}^{\text{e}}$,
- 15) $-\text{NR}^{\text{d}}\text{C}(\text{O})\text{R}^{\text{e}}$,
- 16) $-\text{OC}(\text{O})\text{NR}^{\text{d}}\text{R}^{\text{e}}$,
- 17) $-\text{NR}^{\text{d}}\text{C}(\text{O})\text{OR}^{\text{e}}$,
- 18) $-\text{NR}^{\text{d}}\text{C}(\text{O})\text{NR}^{\text{d}}\text{R}^{\text{e}}$,
- 19) $-\text{CR}^{\text{d}}(\text{N}-\text{OR}^{\text{e}})$,
- 20) CF_3 , and
- 21) $-\text{OCF}_3$;

R^{b} is selected from:

- 1) R^{a} ,
- 2) C_{1-10} alkyl,
- 3) C_{2-10} alkenyl,
- 4) C_{2-10} alkynyl,
- 5) C_{3-10} cycloalkyl,

- 6) heterocyclyl,
- 7) aryl, and
- 8) heteroaryl,

where alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclyl, aryl, heteroaryl are optionally substituted with 1, 2, 3, 4 or 5 substituents independently selected from R^c;

R^c is selected from:

- 1) halogen,
- 2) amino,
- 3) carboxy,
- 4) cyano,
- 5) C₁₋₄alkyl,
- 6) C₁₋₄alkoxy,
- 7) aryl,
- 8) aryl C₁₋₄alkyl,
- 9) heteroaryl,
- 10) hydroxy,
- 11) CF₃, and
- 12) aryloxy;

R^d and R^e are independently selected from R^a, C₁₋₁₀alkyl, C₂₋₁₀alkenyl, C₂₋₁₀alkynyl and Cy, where alkyl, alkenyl, alkynyl and Cy are optionally substituted with 1, 2, 3, 4 or 5 substituents independently selected from R^c;

or R^d and R^e together with the atoms to which they are attached form a saturated or unsaturated ring of 4, 5, 6 or 7 members containing 0, 1 or 2 heteroatoms independently selected from oxygen, sulfur and nitrogen;

Cy is independently selected from cycloalkyl, heterocyclyl, aryl, or heteroaryl; and

m is 1 or 2;

or a pharmaceutically acceptable salt thereof.

21. (New) The compound of Claim 20 wherein:

R₁ is selected from:

- 1) hydrogen,
- 2) C₁-6alkyl,
- 3) C₂-6alkenyl,
- 4) C₂-6alkyl,yl,
- 5) C₃-6cycloalkyl,
- 6) heterocycl,yl,
- 7) aryl,
- 8) heteroaryl,
- 9) -NR^dRe,
- 10) -OR^d,
- 11) -CO₂R^d,
- 10) -CN,
- 12) halogen;

where alkyl, alkenyl, alkyl,yl, cycloalkyl and heterocycl,yl are optionally substituted with one to four substituents selected from R^a, and where aryl and heteroaryl are optionally substituted with 1, 2 or 3 substituents independently selected from R^b;

R₂ is selected from:

- 1) hydrogen,
- 2) C₁-6alkyl,
- 3) C₂-6alkenyl,
- 4) C₃-6cycloalkyl,
- 5) aryl,
- 6) heteroaryl,
- 7) -CN,
- 8) -OR^d, and
- 9) halogen,

where alkyl, alkenyl, cycloalkyl, aryl and heteroaryl are optionally substituted with 1, 2 or 3 substituents independently selected from R^b;

R₃ is selected from:

- 1) hydrogen,
- 2) C₁-6alkyl,

- 3) aryl,
- 4) $-NR^dR^e$,
- 5) $-OR^d$,
- 6) $-SR^d$,
- 7) halogen;

wherein alkyl is optionally substituted with 1, 2 or 3 substituents independently selected from R^a ;

R^4 is selected from:

- 1) hydrogen,
- 2) aryl,
- 3) heteroaryl,
- 4) $-NHR^d$,
- 5) $-OR^d$,
- 6) $-SR^d$,
- 7) halogen;

where aryl and heteroaryl are optionally substituted with 1, 2 or 3 substituents independently selected from R^b ;

R^a is selected from:

- 1) hydrogen,
- 2) $-OR^d$,
- 3) halogen,
- 4) $-NR^dR^e$,
- 5) $-CN$,
- 6) CO_2R^d ,
- 7) CF_3

R^b is selected from:

- 1) R^a ,
- 2) C_{1-3} alkyl

where alkyl are optionally substituted with 1, 2 or 3 substituents independently selected from R^c ;

R^c is selected from:

- 1) hydrogen,
- 2) carboxy
- 3) C_{1-3} alkyl,

R^d and R^e are independently selected from R^a, C₁₋₄alkyl, cycloalkyl, aryl, or heteroaryl, where alkyl, cycloalkyl, aryl, or heteroaryl are optionally substituted with 1, 2 or 3 substituents independently selected from R^c,

or R^d and R^e together with the atoms to which they are attached form a saturated or unsaturated ring of 4, 5, 6 or 7 members containing 0, 1 or 2 heteroatoms independently selected from oxygen, sulfur and nitrogen.

22. (New) The compound of Claim 21 wherein:

R^a is selected from:

- 1) hydrogen,
- 2) -CN,
- 3) halogen;

R^b is selected from the definitions of R^a.

23. (New) The compound of Claim 21 wherein:

R₁ is selected from:

- 1) hydrogen,
- 2) methyl, ethyl
- 3) -C(O)-O-CH₃,
- 4) pyridinyl,
- 5) -CN,
- 6) imidazolyl,
- 7) chloro, bromo,
- 8) -CH≡CH, and
- 9) hydroxyl,

wherein alkyl and heterocyclyl are optionally substituted with 1 or 2 substituents selected from R^a, and where heteroaryl are optionally substituted with 1 or 2 substituents independently selected from R^b.

24. (New) The compound of Claim 21 wherein:

R₂ is selected from:

- 1) hydrogen,

- 2) phenyl, which is optionally mono or di-substituted with a substituent selected from halo, $-\text{CH}_3$ and cyano,
- 3) CH_3 , ethyl, butyl,
- 4) bromo, chloro,
- 5) $-\text{CN}$,
- 6) $-\text{OCH}_3$,
- 7) pyridinyl, thienyl, and
- 8) $-\text{CF}_3$,

where alkyl, alkenyl, cycloalkyl, aryl and heteroaryl are optionally substituted with 1, 2 or 3 substituents independently selected from R^b .

25. (New) The compound of Claim 21 wherein:

R_3 is selected from:

- 1) hydrogen,
- 2) $-\text{N}(\text{CH}_3)\text{CH}_3$,
- 3) CH_3 ,
- 4) piperidinyl,
- 5) $-\text{S}-\text{CH}_3$,
- 6) $-\text{NCH}_2\text{CH}_3$,
- 7) $-\text{OCH}_3$,
- 8) $-\text{N}-\text{CH}_2$ -furanyl,
- 9) $-\text{N}-\text{CH}(\text{CH}_3)_2$,
- 10) CF_3 ,
- 11) phenyl,
- 12) chloro, and
- 13) $-\text{NH}_2$,

wherein alkyl is optionally substituted with 1, 2 or 3 substituents independently selected from R^a .

26. (New) The compound of Claim 21 wherein:

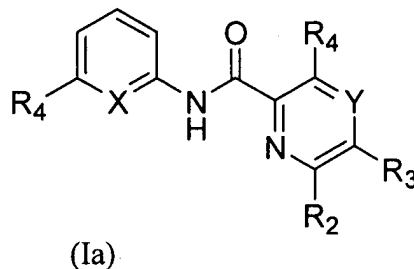
R_4 is selected from:

- 1) hydrogen,
- 2) $-\text{NH}_2$,
- 3) hydroxyl,
- 4) $-\text{NH}$ -pyridyl,
- 5) $-\text{S}-\text{CH}_3$,

- 6) $-\text{N}(\text{CH}_3)_2$,
- 7) $-\text{N}-\text{C}(\text{O})-\text{O}-\text{CH}_2\text{C}=\text{CH}_2$.

where aryl and heteroaryl are optionally substituted with 1, 2 or 3 substituents independently selected from R^b .

27. (New) The compound of Claim 20 of the Formula (Ia):



wherein:

R_1 is selected from:

- 1) hydrogen,
- 2) methyl, ethyl
- 3) $-\text{C}(\text{O})-\text{O}-\text{CH}_3$,
- 4) pyridinyl,
- 5) $-\text{CN}$,
- 6) imidazolyl,
- 7) chloro, bromo,
- 8) $-\text{CH}\equiv\text{CH}-\text{Si}(\text{CH}_3)_3$,
- 9) $-\text{CH}\equiv\text{CH}$, and
- 10) hydroxyl;

R_2 is selected from:

- 1) hydrogen,
- 2) phenyl, optionally mono or di-substituted with a substituent selected from halo, $-\text{CH}_3$ and cyano,
- 3) CH_3 , ethyl, butyl,
- 4) bromo, chloro,
- 5) $-\text{CN}$,
- 6) $-\text{OCH}_3$,
- 7) pyridinyl, thienyl, and

8) $-\text{CF}_3$;

R₃ is selected from:

- 1) hydrogen,
- 2) $-\text{N}(\text{CH}_3)\text{CH}_3$,
- 3) CH_3 ,
- 4) piperidinyl,
- 5) $-\text{S}-\text{CH}_3$,
- 6) $-\text{NCH}_2\text{CH}_3$,
- 7) $-\text{OCH}_3$,
- 8) $-\text{N}-\text{CH}_2$ -furanyl,
- 9) $-\text{N}-\text{CH}(\text{CH}_3)_2$,
- 10) CF_3 ,
- 11) phenyl,
- 12) chloro, and
- 13) $-\text{NH}_2$;

R₄ is selected from:

- 1) hydrogen,
- 2) $-\text{NH}_2$,
- 3) hydroxyl,
- 4) $-\text{NH}$ -pyridyl,
- 5) $-\text{S}-\text{CH}_3$,
- 6) $-\text{N}(\text{CH}_3)_2$,
- 7) $-\text{N}-\text{C}(\text{O})-\text{O}-\text{CH}_2\text{C}=\text{CH}_2$;

or a pharmaceutically acceptable salt thereof.

28. (New) The compound of Claim 27 wherein R₃ is hydrogen or methyl.

29. (New) The compound of Claim 27 wherein R₄ is hydroxyl, $-\text{NH}_2$ or $-\text{NH}$ -aryl.

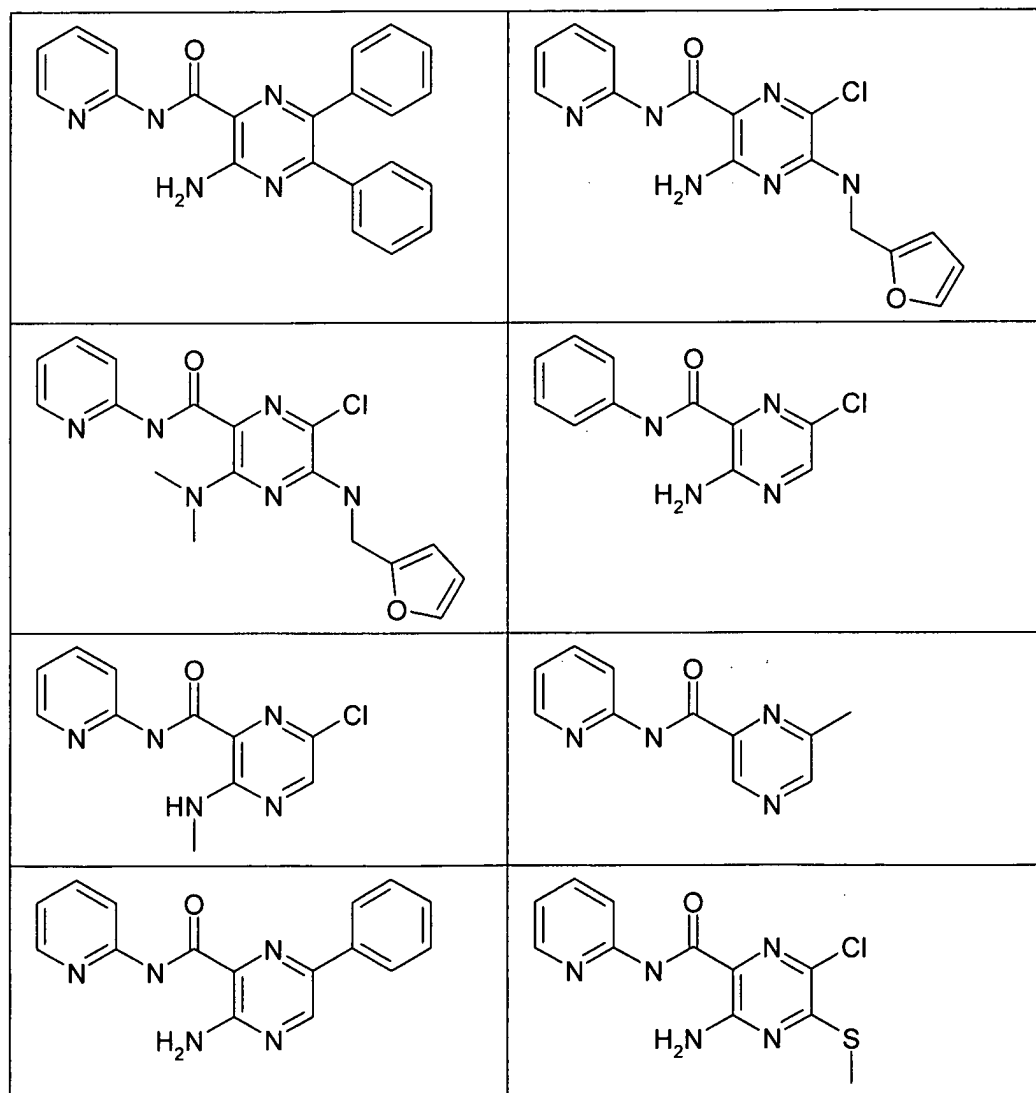
30. (New) The compound of Claim 27 wherein R₂ is halo or methyl.

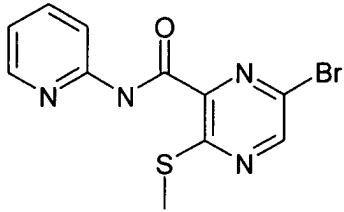
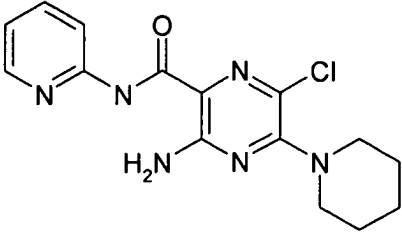
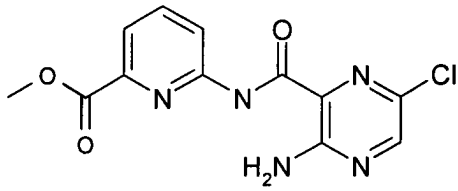
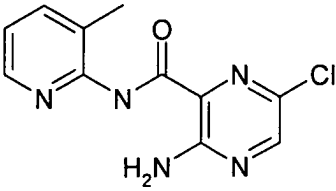
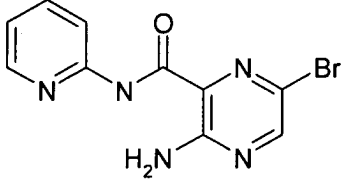
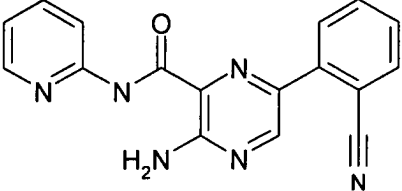
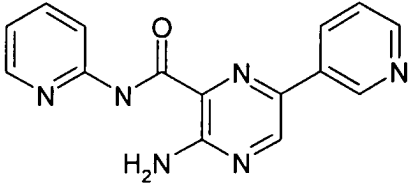
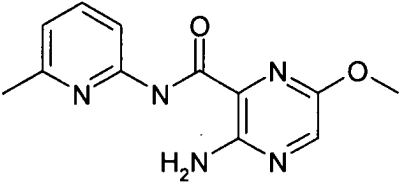
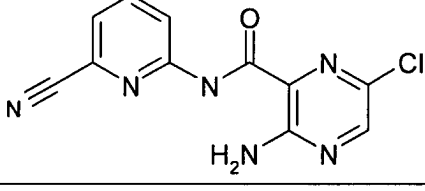
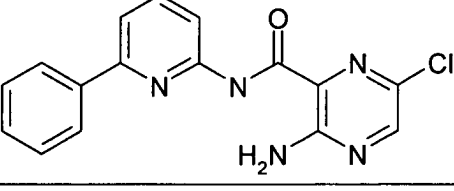
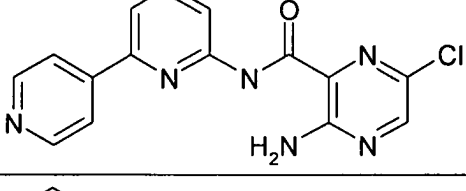
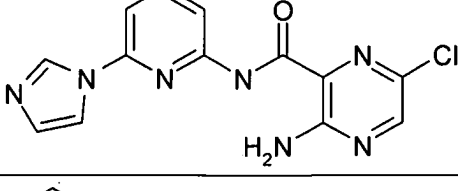
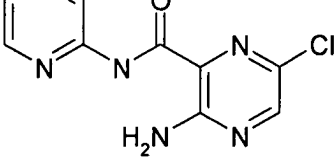
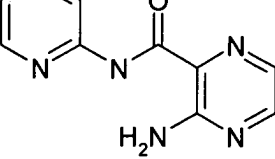
31. (New) The compound of Claim 27 wherein

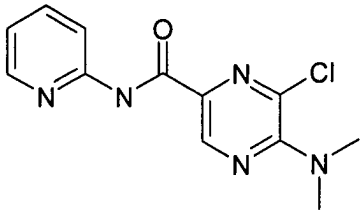
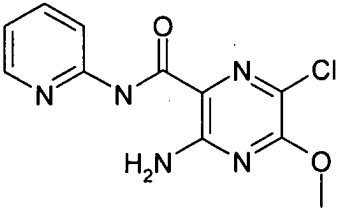
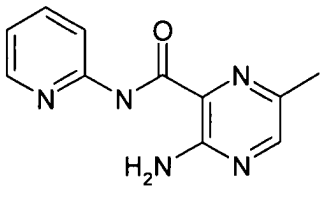
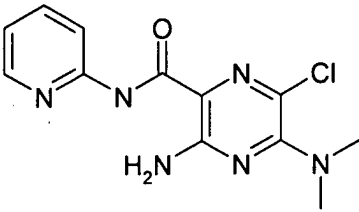
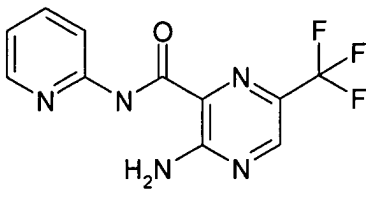
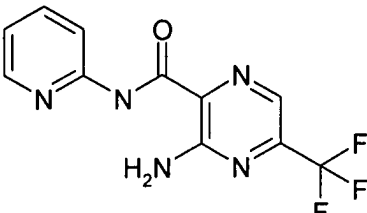
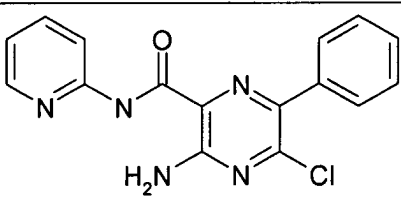
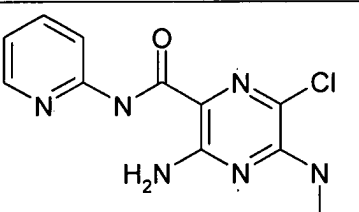
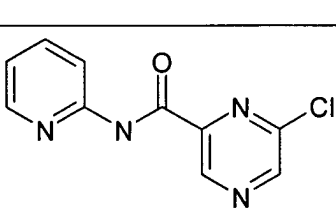
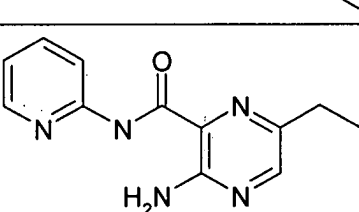
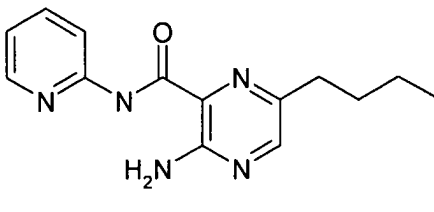
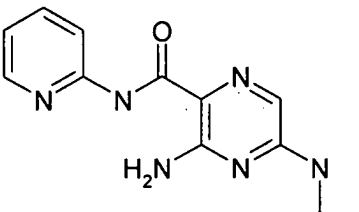
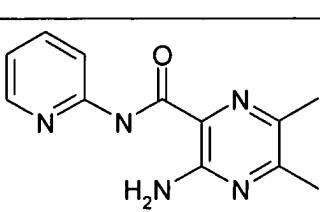
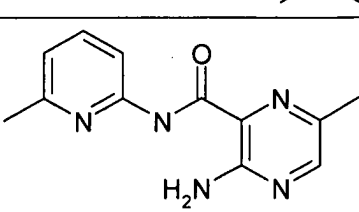
R₁ is hydrogen or methyl.

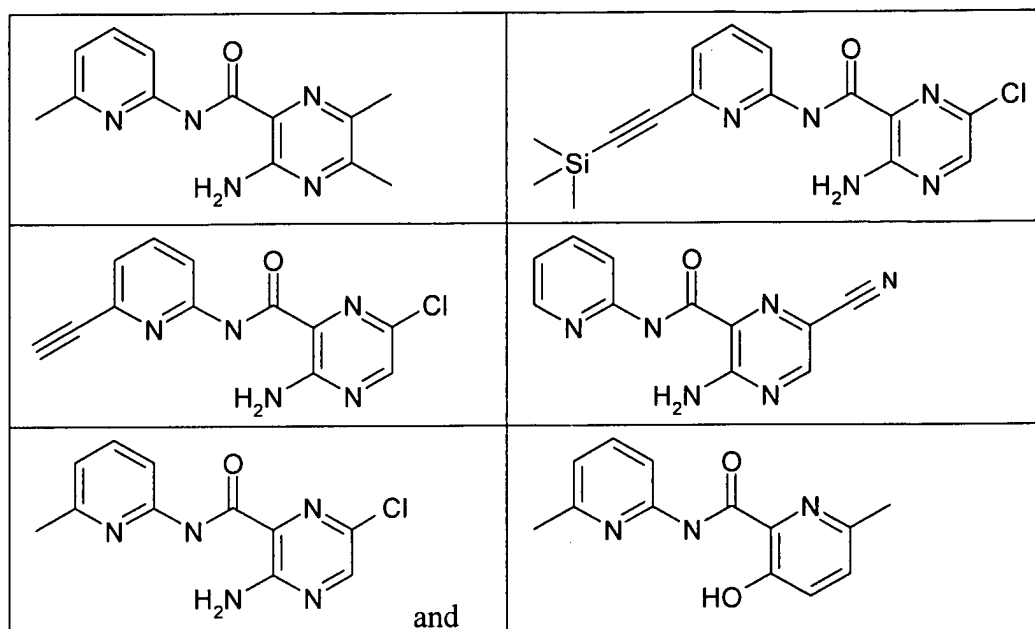
32. (New) The compound of Claim 27 wherein
R₁ is hydrogen or methyl;
R₂ is halo or methyl;
R₃ is hydrogen or methyl; and
R₄ is hydroxyl, -NH₂ or -NH-aryl.

33. (New) A compound which is selected from the group consisting of:





or a pharmaceutically acceptable salt thereof.

34. (new) A pharmaceutical composition comprising the compound of Claim 20, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.